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BellSouth Telecommunications, Inc.

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General Counsel

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T.R.A. DOCKET ROOM

July 7, 2003

VIA HAND DELIVERY

Hon. Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37238

Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

Docket No. 03-00433

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DIECA Communications, Inc. d/b/a Covad Communications Company and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated December 19, 2001. The Amendment updates the notice address for BellSouth's Risk Management Office.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Douglas Carlen, Esq, Covad Communications Company
William H. Weber, Covad Communications Company

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND DIECA COMMUNICATIONS, INC.
D/B/A COVAD COMMUNICATIONS COMPANY
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated December 19, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Covad and BellSouth state the following:

1. Covad and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Covad. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on February 12, 2002.

2. The parties have recently negotiated an Amendment to the Agreement which amends the notice address for BellSouth's Risk Management Office. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Covad and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Covad within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Covad and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Covad and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 7th day of July, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

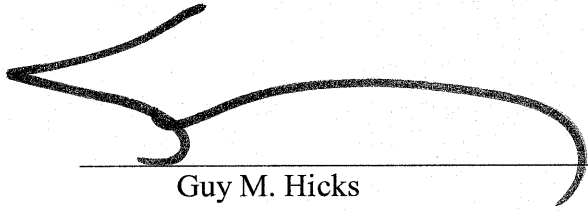
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 8th day of July, 2003:

Douglas Carlen, Esq.
Assistant General Counsel
Covad Communications Company
3420 Central Expressway
Santa Clara, CA 95051

William H. Weber
Vice President, External Affairs
Covad Communications Company
1230 Peachtree Street, NE
19th Floor, Promenade II
Atlanta, GA 30309



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
DIECA COMMUNICATIONS, INC. d/b/a COVAD COMMUNICATIONS COMPANY
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED DECEMBER 19, 2001**

Pursuant to this Amendment, (the "Amendment"), DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 19, 2001 ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete Section 8.4 in Attachment 4 of the Agreement and replace with the following language:

8.4 Covad shall submit certificates of insurance reflecting the coverage required pursuant to this Section a minimum of ten (10) business days prior to the commencement of any work in the Collocation Space. Failure to meet this interval may result in construction and equipment installation delays. Covad shall arrange for BellSouth to receive thirty (30) business days' advance notice of cancellation from Covad's insurance company. Covad shall forward a certificate of insurance and notice of cancellation/non-renewal to BellSouth at the following address:

BellSouth Telecommunications, Inc.
Risk Management Office – Finance
17F54 BSC
675 West Peachtree Street, N.E.
Atlanta, Georgia 30375

2. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

DIECA Communications, Inc.
d/b/a/ Covad Communications Company

By: 

Name: Douglas Carlet

Title: Asst. Secretary

Date: 4/30/03

BellSouth Telecommunications, Inc.

By: 

Name: Elizabeth R. A. Shiroishi

Title: Director

Date: 5/16/03